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LAW OFFICE OF BARRY L. SIMONS, P.A.

One Datan Center
9100 South Dadeland Boulevard
Suite 400
Miami, Florida 33156

Phone : (305) 670-7020
Fax : (305) 670-8570

Website: www.barrysimons.com
Email: blspa@bellsouth.net

July 22, 2003

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

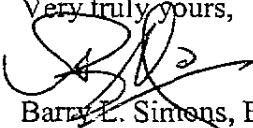
RE: PROSOURCE SOLUTIONS, LLC

Dear Amendment Section:

Enclosed please find our Articles of Amendment for the above along with our check for \$25.00.

Thank you.

Very truly yours,


Barry L. Simons, Esq.
BLS/lar

Enc.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

PROSOURCE SOLUTIONS, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was MAY 12, 2003

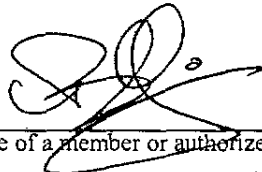
SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

A. The existing managing-members, Howard Morgan and Michael De Carlo, are hereby replaced.

B. The new managing member of the company is Barry L. Simons, located at 9100 South Dadeland Blvd., Suite 400, Miami, FL 33156.

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Dated JULY 22, 2003



Signature of a member or authorized representative of a member

Barry L. Simons - Member and Authorized Agent
Typed or printed name of signee

Filing Fee: \$25.00